



First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

March 13, 2001

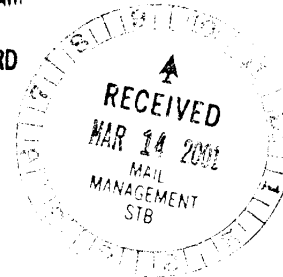
RECORDATION NO. 20965-A FILED

MAR 22 '01 10:01 AM

TS

SURFACE TRANSPORTATION BOARD

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated November 30, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation number 20965.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Martin Marietta Aggregates
2710 Wycliff Avenue
Raleigh, NC 27622

A description of the railroad equipment covered by the enclosed document is twenty (20) 2300 cubic foot capacity, automatic discharge hopper cars, with car numbers COOX 1102-2056, non-inclusive and FURX 911000-911102, non-inclusive.

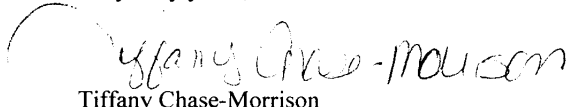
A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Martin Marietta Aggregates, Lessee, covering 20 2300 cubic foot capacity, automatic discharge hopper cars, with car numbers COOX 1102-2056, non-inclusive and FURX 911000-911102, non-inclusive.

Also enclosed is a check in the amount of \$27.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,


Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(MMA002)

RECORDATION NO. 20965-A FILED

ASSGN. NO.: MMA002

MAR 22 '01 10:01 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this 30th day of November, 2000 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Martin Marietta Aggregates, a division of Martin Marietta Materials, Inc.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of January 17, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of January 1, 2001, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K. F. DOMBROWSKI
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD E. SKYMOUR
Title: Vice President Sales & Marketing

Executed on this 30th day of November, 2000

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD E. SKYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 30th day of November, 2000.

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



LESSEE:

MARTIN MARIETTA AGGREGATES
a division of Martin Marietta Materials, Inc.

ATTEST:

By: *Roxan Anderson*
Name: R. Roxan Anderson
Title: ASS. SEC

By: *Stephen P. Zelak*
Name: STEPHEN P. ZELAK, JR
Title: PRCS. SGT

Executed on this 27th day of Nov, 2000.

[CORPORATE SEAL]

STATE OF North Carolina
COUNTY OF Wake

I, *Shorene Lee*, a Notary Public of the County and State aforesaid,
certify that *Stephen P. Zelak, Jr* personally appeared before me this day and acknowledged his
due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27th day of November, 2000.

Shorene Lee
Notary Public

My Commission Expires:

10/2/01
(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Twenty (20)

DESCRIPTION OF CARS: 2300cfc automatic discharge hopper cars

CAR NUMBERS: See below

Initial	Number
COOX	1102
COOX	1104
COOX	1116
COOX	1123
COOX	1126
COOX	2027
COOX	2033
COOX	2038
COOX	2040
COOX	2042
COOX	2044
COOX	2050
COOX	2056
FURX	911000
FURX	911001
FURX	911079
FURX	911081
FURX	911092
FURX	911096
FURX	911102
Count:	20